

Tecnotree

CHARTER OF THE STRATEGY COMMITTEE

This charter document (the “**Charter**”) will govern the appointment, composition, duties and the working of the Strategy Committee (the “**Committee**”) of Tecnotree Corporation (“**Tecnotree/Company**”) and will be treated as the reference document for the Committee.

1. OBJECTIVE

The Strategy Committee shall prepare and discuss matters pertaining to key strategic choices of the Company and make recommendations to the Board of Directors regarding such matters.

2. ELIGIBILITY, APPOINTMENT AND COMPOSITION OF THE COMMITTEE

- 2.1. The members of the Committee shall have sufficient expertise and experience in matters forming part of the Committee’s duties.
- 2.2. The majority of the Committee shall be independent of the Company and at least one (1) member shall be independent of the Company’s significant shareholders. The CEO, CFO and other executives of the Company cannot be appointed as members of the Committee.
- 2.3. The CEO of the Company will act as the Secretary of the Committee. The Secretary's task will be to participate in the preparations for the meetings and to prepare the minutes of the meeting.
- 2.4. The Board of Directors of Tecnotree Corporation (the “**Board**”) shall appoint from amongst its directors the Chairman and the members of the Committee.
- 2.5. The Committee shall comprise of a minimum of three (3) members.

3. DUTIES OF THE COMMITTEE

The Committee shall meet regularly to discuss matters and issues solely pertaining to discharging its role and duties as specified under this Charter.

The main duties of the Committee are as follows:

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- i. Reviewing significant strategic initiatives proposed by Management and making recommendations to the Board regarding the same;
- ii. Reviewing the Tecnotree product strategy and roadmaps planned and providing the necessary advice on competitive positioning of products and technologies;
- iii. Attending from time-to-time customer meetings and events as needed to support Management in explaining Tecnotree's strategy;
- iv. Work with the CEO and CFO of the Company, and further direct the CEO and CFO in relation to taking any necessary steps as felt appropriate by the Committee; and
- v. Pass resolutions and monitor any special issues allocated by the Board and falling within the competence of the Committee (such as issues relating to the Company's procedures and/or specific risks).

4. WORKING OF THE COMMITTEE

- i. The Committee shall convene regularly, as invited by the Chairman of the Committee.
- ii. The Committee shall be considered to have quorum when a majority of the Committee members, including the Chairman, are present. The Company's CFO and other members of the management may attend the meetings.
- iii. The Committee shall have the authority to request reports relating to any of the duties within the scope of its responsibility.
- iv. The Committee shall regularly report its activities to the Board of Directors.